

# WILMER, CUTLER & PICKERING

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April 30, 1979

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No.

Date

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APR 30 1979

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ROBERT G. WILSON  
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ROGER M. WITTEN

EZEKIEL G. STODDARD  
WILLIAM C. GIFFORD  
COUNSEL

Dear Mr. Homme:

ICC Washington, D. C.

On behalf of North American Car Corporation, I submit for filing and recording under 49 USC § 11303(a) the enclosed executed counterparts of a Supplement dated as of April 22, 1979 to the Bailment Agreement and Assignment of Leases dated as of December 18, 1978 which document was recorded December 20, 1978 under Recordation No. 9927. The enclosed document should be recorded under Recordation No. 9927-J.

The parties to this transaction are

North American Car Corporation  
222 S. Riverside Plaza  
Chicago, Illinois 60606

General Electric Credit Corporation  
260 Long Ridge Road  
Stamford, Connecticut 06904

This Supplement adds the units of railroad equipment listed below to the Assignment and assigns the leases referred to in Schedule B to the Assignment. The equipment covered is as follows:

	Reporting Mark	Serial Numbers
10 - 4750 cu.ft. covered hopper cars,	NAHX 481110-	481110-
100-ton trucks, LO	481119	481119

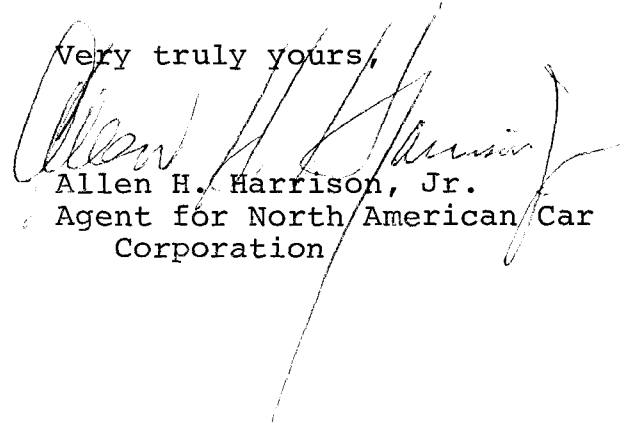
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FEE OPERATION BR.

*General Johnson*  
*Charles Johnson*

- 2 -

Once the filing has been made, please return to the bearer the stamped counterparts not required for filing purposes, together with the fee receipt and the letter from the Interstate Commerce Commission acknowledging the filing, and extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
Agent for North American Car  
Corporation

Mr. H. Gordon Homme, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Encs.

BY HAND

SUPPLEMENT, dated as of April 22nd , to the  
BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of  
December 18 , 1978 (the "Assignment"), between GENERAL  
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation  
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware  
corporation ("NACC"):

WHEREAS, NACC and GECC desire to add the units of  
railroad equipment referred to in Schedule A hereto ("Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases  
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-  
enants and promises contained herein and in the Assignment,  
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by  
reference in the Assignment are incorporated herein by reference  
to the same extent as if set forth herein, except as herein  
otherwise provided.

1.02. In the event of any discrepancy between the  
provisions of this Supplement and the provisions of the  
Assignment, the provisions of the Assignment shall control and  
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to  
add the Leases and the Equipment thereto.

Article III. Representation and Warranties

3.01 The representations, warranties and covenants  
of NACC in the Assignment are true and correct on and as of  
the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed  
this Supplement as of this April 22nd , 1979.

NORTH AMERICAN CAR CORPORATION

BY Harold Anthony

ATTEST:

James M. Gilgari

GENERAL ELECTRIC CREDIT AND  
LEASING CORPORATION

BY W. J. Conway

ATTEST:

[Signature]

STATE OF ILLINOIS     )  
                              ) SS.:  
COUNTY OF COOK        )

On this 22nd day of April 1979, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Erwin M. Waldrop  
Notary Public

(Notarial Seal)

STATE OF Connecticut )  
                              ) SS.:  
COUNTY OF Fairfield )

On this 22 day of April, 1979, before me personally appeared D. Coorey, to me personally known, who, being by me duly sworn, says that he is a Manager - Operator of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edward J. Lissa  
Notary Public  
ELFAIR J. SIOGA

(Notarial Seal)

APR 31, 1982

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4750 cu. ft. covered hopper cars, 100-ton trucks, LO	10	NAHX 481110-481119	481110-481119

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR design)</u>
Car Leasing Agreement NAHX 481110-481119 2651 (dated 10/3/78) Rider 1 (dated 11/6/78)		481110-481119	4750 cu. ft. covered hopper cars, 100-ton trucks, LO